

EXHIBIT A
Articles of Incorporation

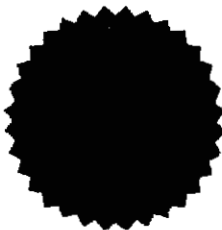
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "TSI TELECOMMUNICATION NETWORK SERVICES INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JULY, A.D. 2003, AT 1:13 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3477909 8100

AUTHENTICATION: 2538430

030472422

DATE: 07-21-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:13 PM 07/18/2003
FILED 01:13 PM 07/18/2003
SRV 030472422 - 3477909 FILE

CERTIFICATE
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
TSI TELECOMMUNICATION NETWORK SERVICES INC.

* * * * *
*Adapted in accordance with the provisions
of Section 242 and Section 245 of the General Corporation Law
of the State of Delaware*
* * * * *

The undersigned, on behalf of TSI Telecommunication Network Services Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST The Corporation filed its original Certificate of Incorporation with the Delaware Secretary of State on January 8, 2002 (the "Original Certificate") under the name of TSI Networks Inc.

SECOND The Board of Directors of the Corporation duly adopted resolutions in accordance with Section 242 and Section 245 of the General Corporation Law of the State of Delaware authorizing the Corporation to amend, integrate and restate the Certificate of Incorporation in its entirety to read as set forth in Exhibit A attached hereto and made a part hereof (the "Restated Certificate").

THIRD In accordance with Section 228, Section 242 and Section 245 of the General Corporation Law of the State of Delaware, the Restated Certificate was duly approved and adopted pursuant to a unanimous written consent signed by the sole holder of at least a majority of the issued and outstanding shares of capital stock entitled to vote thereon, of the Corporation.

* * * * *

IN WITNESS WHEREOF, the undersigned on behalf of the Corporation for the purpose of amending and restating the Restated Certificate of Incorporation of the Corporation pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true and accordingly has hereunto signed this Certificate of Restated Certificate of Incorporation on 14th day of July, 2003

TSI Telecommunication Network Services
Inc.,
a Delaware corporation

By: /s/ Raymond L. Lawless
Name: Raymond L. Lawless
Title: Chief Financial Officer

Exhibit A

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF

TSI TELECOMMUNICATION NETWORK SERVICES INC.

ARTICLE ONE

The name of the Corporation is TSI Telecommunication Network Services Inc.

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 9 East Lockerman Street, Suite 18, in the City of Dover, County of Kent, 19901. The name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

A. AUTHORIZED SHARES

The total number of shares of capital stock which the Corporation has authority to issue is 26,003 shares, consisting of:

- (1) 25,000 shares of Participating Preferred Stock, par value \$.01 per share ("PARTICIPATING PREFERRED STOCK");
- (2) 1 share of Class A Common Stock, par value \$.01 per share; and
- (3) 1,002 shares of Class B Common Stock, par value \$.01 per share.

The Class A Common Stock and Class B Common Stock are referred to collectively as the "COMMON STOCK." The Common Stock and Participating Preferred Stock, and any other stock issued hereafter, are referred to collectively as the "CAPITAL STOCK." The Capital Stock shall have the rights, preferences and limitations set forth below. Capitalized terms used but not otherwise defined in Part A or Part B of this Article Four are defined in Part C.

B. POWERS, PREFERENCES AND SPECIAL RIGHTS OF THE
CAPITAL STOCK

Preferred Stock to the holders of Participating Preferred Stock, in Class A Common Stock to the holder of Class A Common Stock and in Class B Common Stock to the holders of Class B Common Stock. In no event shall a stock split or stock dividend constitute a payment of Yield or a return of Value.

Section 4. **REGISTRATION OF TRANSFER.** The Corporation shall keep at its principal office (or such other place as the Corporation reasonably designates) a register for the registration of Capital Stock. Upon the surrender of any certificate representing shares of any class of Capital Stock at such place, the Corporation shall, at the request of the registered holder of such certificate, execute and deliver a new certificate or certificates in exchange therefor, representing in the aggregate the number of shares of such class represented by the surrendered certificate, and the Corporation forthwith shall cancel such surrendered certificate. Each such new certificate will be registered in such name and will represent such number of shares of such class as is requested by the holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate. The issuance of new certificates shall be made without charge to the holders of the surrendered certificates for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such issuance.

Section 5. **REPLACEMENT.** Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of any class of Capital Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation (provided that if the holder is a financial institution or other institutional investor, its own agreement will be satisfactory), or, in the case of any such mutilation upon surrender of such certificate, the Corporation shall (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such class represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

Section 6. **NOTICES.** All notices referred to herein shall be in writing, shall be delivered personally or by first class mail, postage prepaid, and shall be deemed to have been given when so delivered or mailed to the Corporation at its principal executive offices and to any stockholder at such holder's address as it appears in the stock records of the Corporation (unless otherwise specified in a written notice to the Corporation by such holder).

Section 7. **AMENDMENT AND WAIVER.** No amendment or waiver of any provision of this Article Four shall be effective without the prior written consent of the holders of a majority of the then outstanding Participating Preferred Stock voting as a single class; provided that no amendment as to any terms or provisions of, or for the benefit of, any class of Capital Stock that adversely affects the powers, preferences or special rights of such class of Capital Stock shall be effective without the prior consent of the holders of a majority of the then outstanding shares of such affected class of Capital Stock.

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C. DEFINITIONS

"AFFILIATE" of a Person means any other person, entity or investment fund controlling, controlled by or under common control with such Person and, in the case of a Person which is a partnership or a limited liability company, any partner or member, respectively, of the Person.

"BOARD" means the Board of Directors of the Corporation.

"DISTRIBUTION" means each distribution made by the Corporation to holders of Capital Stock, whether in cash, property, or securities of the Corporation and whether by dividend, liquidating distributions or otherwise; provided that neither of the following shall be a Distribution: (a) any redemption or repurchase by the Corporation of any Capital Stock for any reason or (b) any recapitalization or exchange of any Capital Stock, or any subdivision (by stock split, stock dividend or otherwise) of any outstanding Capital Stock.

"PERSON" means an individual, a partnership, a corporation, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

"UNPAID YIELD" of any share of Participating Preferred Stock means an amount equal to the excess, if any, of (a) the aggregate Yield accrued on such share, over (b) the aggregate amount of Distributions made by the Corporation that constitute payment of Yield on such share.

"UNRETURNED VALUE" of any share of Participating Preferred Stock means an amount equal to the excess, if any, of (a) the Value of such share, over (b) the aggregate amount of Distributions made by the Corporation that constitute a return of the Value of such share.

"VALUE" of each share of Participating Preferred Stock shall be equal to \$10,000.00 per share (as proportionally adjusted for all stock splits, stock dividends and other recapitalizations affecting the Participating Preferred Stock).

"YIELD" means, with respect to each outstanding share of Participating Preferred Stock for each calendar year, the amount accruing on such share each day during such year at the rate of 8% per annum of the sum of (a) such share's Unreturned Value, plus (b) Unpaid Yield thereon for all prior years. In calculating the amount of any Distribution to be made to the Participating Preferred Stock during a calendar year, the portion of a Participating Preferred share's Yield for such portion of such year elapsing before such Distribution is made shall be taken into account.

ARTICLE FIVE

The Corporation is to have perpetual existence.

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ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the by-laws of the Corporation.

ARTICLE SEVEN

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation. Election of directors need not be by written ballot unless the by-laws of the Corporation so provide.

ARTICLE EIGHT

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE EIGHT shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE NINE

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE TEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.